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**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

IN RE KLA-TENCOR CORP. SECURITIES
LITIGATION

Master File No. 06-cv-04065-MJJ

CLASS ACTION

THIS DOCUMENT RELATES TO:
ALL ACTIONS

**STIPULATION AND ~~[PROPOSED]~~
ORDER EXTENDING TIME FOR CO-
LEAD PLAINTIFFS TO FILE PAPERS IN
OPPOSITION TO DEFENDANTS'
MOTIONS TO DISMISS AND REQUESTS
FOR JUDICIAL NOTICE**

Co-Lead Plaintiffs Police and Fire Retirement System of the City of Detroit ("PFRS") (formerly known as the Policemen and Firemen Retirement System of the City of Detroit), the Louisiana Municipal Police Employees' Retirement System ("MPERS") and The City of Philadelphia Board of Pensions and Retirement ("City of Philadelphia"), and defendants KLA-Tencor Corporation ("KLA-Tencor"), Richard P. Wallace, Kenneth L. Schroeder, Kenneth Levy, Jon D. Tompkins, Stephen P. Kaufman, Gary E. Dickerson, Jeffrey L. Hall, John H. Kispert, Lida Urbanek, Michael E. Marks, Edward Barnholt, Robert T. Bond, Richard J. Elkus, Jr., H. Raymond

[06-CV-04065-MJJ] STIPULATION AND [PROPOSED] ORDER EXTENDING TIME FOR CO-LEAD PLAINTIFFS TO FILE PAPERS IN OPPOSITION TO DEFENDANTS' MOTIONS TO DISMISS AND REQUESTS FOR JUDICIAL NOTICE

1 Bingham, Dean O. Morton, Robert J. Boehlke and Stuart J. Nichols (“Individual Defendants” and,
2 together with KLA-Tencor, “Defendants”), by and through their respective counsel, hereby recite
3 and stipulate, subject to Court approval, as follows concerning modification of the briefing
4 schedule:

5 **RECITALS**

6 WHEREAS, Co-Lead Plaintiffs filed their Consolidated Class Action Complaint (the
7 “Consolidated Complaint”) on March 6, 2007;

8 WHEREAS, after reviewing the Consolidated Complaint, Defendants requested additional
9 time to file their Rule 12 motions to dismiss or answer to the Consolidated Complaint;

10 WHEREAS, on April 11, 2007, the parties stipulated, subject to Court approval, that
11 Defendants would file their Rule 12 motions or answer the Consolidated Complaint within 76 days
12 after the filing of the Consolidated Complaint, *that is*, by no later than May 21, 2007, Co-Lead
13 Plaintiffs would have 76 calendar days to file and serve their opposition to the motion(s) and
14 Defendants would have 21 calendar days thereafter to file and serve any reply briefs in further
15 support of the motion(s);

16 WHEREAS, the Court entered an Order on April 18, 2007 approving the parties’ April 11,
17 2007 stipulation;

18 WHEREAS, on May 21, 2007, KLA-Tencor and the Individual Defendants filed seven
19 separate motions to dismiss the Consolidated Complaint, many with extended page limits, and four
20 requests for judicial notice, all of which raised numerous arguments;

21 WHEREAS, since being served with Defendants’ motions to dismiss and requests for
22 judicial notice, Co-Lead Plaintiffs have been diligently preparing one combined opposition brief to
23 all seven motions, oppositions to defendants’ requests for judicial notice and a separate request for
24 judicial notice and would, but for the newly scheduled mediation discussed below, be prepared to
25 file their papers in a timely fashion on August 6, 2007;

26 WHEREAS, at Defendants’ request, the parties have been attempting to schedule a
27 mediation and Co-Lead Plaintiffs had recently offered dates in late August or early September
28 2007;

1 WHEREAS, on Monday, July 24, 2007, counsel for KLA requested that plaintiffs
2 participate in a joint mediation with the plaintiffs in the derivative action late in the week of
3 August 6, 2007, which dates were driven by scheduling matters in the federal derivative action;

4 WHEREAS, in order to participate in this mediation, plaintiffs must now shift their focus
5 to preparing for the mediation, working with their damages expert, providing the mediator with a
6 mediation statement and participating in telephonic conferences with the mediator prior to the
7 mediation;

8 WHEREAS, since this work will need to be conducted during the two weeks when Co-
9 Lead Plaintiffs would otherwise be finalizing their opposition papers for filing on August 6, 2007,
10 the parties agree that Co-Lead Plaintiffs should be permitted additional time to finalize their
11 opposition papers in order to participate in a meaningful way in the mediation scheduled before
12 Jonathan B. Marks of Marks ADR, LLC, in San Francisco for the later part of the week of August
13 6, 2007;

14 WHEREAS, on July 25, 2007, the Securities and Exchange Commission filed actions in
15 this district against KLA-Tencor and against Defendant Kenneth Schroeder based on alleged
16 options backdating, and as a result of this filings, plaintiffs are considering further amendments to
17 the existing Consolidated Complaint; and

18 WHEREAS, plaintiffs' attorneys' have vacations scheduled in the later part of August
19 2007 based on the prior briefing schedule, plaintiffs have requested and Defendants agreed that
20 plaintiffs should be permitted to file their opposition papers on September 7, 2007.

21 STIPULATION

22 Now, therefore, the parties agree and stipulate as follows subject to Court approval:

23 1. Co-Lead Plaintiffs shall file and serve their brief(s) in opposition to Defendants'
24 motions to dismiss and responses to the requests for judicial notice by no later than September 7,
25 2007.

26 2. Defendants shall file and serve their reply briefs within 21 calendar days after the
27 filing of Co-Lead Plaintiffs' opposition brief(s).

3. The hearing date for the Rule 12 motion(s) will be determined by the Court.

DATED: July 27, 2007

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Plaintiffs' Executive Committee

E-Filing Attestation

I, Nicole Lavallee, am the ECF User whose ID and password are being used to file this document. In compliance with General Order 45 X.B., I hereby attest that each of the signatories identified below has concurred in this filing.

DATED: July 27, 2007

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DATED: July 27, 2007

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1 DATED: July 27, 2007

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15
16 **Attorneys for Defendant Stuart J. Nichols**

17 **ORDER**

18 **PURSUANT TO STIPULATION, IT IS HEREBY ORDERED THAT:**

- 19 1. Co-Lead Plaintiffs shall file and serve their papers in opposition to defendants'
20 motions to dismiss by no later than September 7, 2007.
- 21 2. Defendants shall file and serve their reply briefs within 21 calendar days of the
22 filing of Co-Lead Plaintiffs' opposition papers.
- 23 3. The hearing date for the Rule 12 motion(s) will be determined by the Court.

24
25 DATED: ^{8/2}~~July~~ __, 2007


United States District Judge